

**FAX TRANSMISSION****Corporate Department**

Please deliver this cover PLUS \_\_\_\_ page(s) to:

NAME: Brewster Kahle

COMPANY: c/o Wide Area Information Servers, Inc.

FAX #: 415-356-5444

PHONE #: \_\_\_\_\_

**Lennert J. Leader**  
**Senior Vice President**  
**and Chief Financial Officer**  
**America Online, Inc.**

Phone: 703/448-8700

Fax: 703/448-0793

COMMENTS: \_\_\_\_\_

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**STATEMENT OF CONFIDENTIALITY**

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**PRIVILEGED AND CONFIDENTIAL**

**EXTREMELY URGENT-IMMEDIATE RESPONSE REQUESTED**

September 13, 1995

**VIA TELECOPY:(415) 356-5444**

Brewster Kahle  
c/o Wide Area Information Servers, Inc.  
690 Fifth Street  
San Francisco, CA 94107

**VIA TELECOPY:(415) 493-6811**

WS Investment Co. 95.A  
Allan L. Morgan, Esq.  
c/o Wilson, Sonsini, Goodrich & Rosati  
650 Page Mill Road  
Palo Alto, CA 94304-1050

Gentlemen:

This letter is delivered to you as a notice (the "Notice") pursuant to Section 3 of that certain Registration Rights Agreement dated as of May 23, 1995, among America Online, Inc., Brewster Kahle, Allen L. Morgan and WS Investment Co. 95A (the "Agreement"), of the Company's intention to file a Registration Statement on Form S-3 (the "Registration Statement") with the Securities and Exchange Commission ("SEC") in connection with a proposed underwritten public offering (the "Offering") of shares of its Common Stock ("Common Stock").

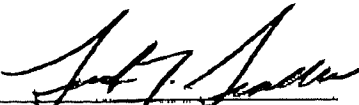
Subject to a final decision by the Company in its sole discretion to proceed with the Offering and subject to the terms, conditions, limitations, and restrictions of the Agreement (including, without limitation, restrictions on the number of Registrable Shares which you may include in the Offering), if you request, the Company will use its best efforts to cause the number of such Registrable Shares that you specify in the Participation Notice and Consent attached hereto to be included in the Registration Statement and in the proposed Offering on the same terms and conditions as the shares otherwise being sold in the Offering.

The proposed Offering is to be made on a firm commitment basis by the underwriters. Each stockholder wishing to offer Registrable Shares in the Offering will be required to be a party to the underwriting agreement, which will include representations and warranties, certain indemnities of such stockholder with respect to information supplied by them to the Company and a lock-up agreement pursuant to which such stockholder agrees not to sell any shares of Common Stock (other than those sold in the Offering) for a certain period of time. In addition, stockholders participating in the Offering will be required to execute a power of attorney designating an officer of the Company as such stockholder's attorney-in-fact for the purposes of taking all actions required in connection with the sale of such stockholder's shares, and a custody agreement, pursuant to which such shares will be held in escrow pending sale.

To enable the Company to file the Registration Statement as soon as possible, you are being asked, as part of the Participation Notice and Consent referred to below, to waive the 30-day period from the date of Notice during which you are permitted to request inclusion of the Registrable Shares in the Offering and consent to Monday, September 18, 1995 (or any later date that the Company, in its discretion, may establish) as the final day on which you may request such inclusion. **In this regard, you are requested, whether or not you wish to include shares of Common Stock in the Offering, to complete and return the enclosed Participation Notice and Consent to the Company immediately, but in no event later than Monday, September 18, 1995. Thank you for your prompt attention.**

Very truly yours,

AMERICA ONLINE, INC.

By:   
Lennert J. Leader  
Senior Vice President